

000413 09/07/2001 W. R. GRACE & CO. & SUBSIDIARIES

W. R. GRACE LIMITED

65-0773649

Form 5471 (Rev. 1-99)

Page 3

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See page 4 of instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 UNITED KINGDOM	26,000.	1.4420000	37,492.
3			
4			
5			
6			
7			
8 Total			37,492.

Schedule F Balance Sheet**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		-75,301.	68,510.
2a Trade notes and accounts receivable		76,034.	-20,303.
b Less allowance for bad debts		(12,144.)	(-81,445.)
3 Inventories			
4 Other current assets (attach schedule)	SEE STATEMENT 3	500,952.	112,200.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)	SEE STATEMENT 4	21,856,400.	20,152,250.
8a Buildings and other depreciable assets		6,421,223.	5,920,558.
b Less accumulated depreciation		(3,915,172.)	(3,748,985.)
9a Depletable assets			
b Less accumulated depletion		()	()
10 Land (net of any amortization)		147,668.	136,155.
11 Intangible assets:			
a Goodwill			
b Organization costs			
c Patents, trademarks, and other intangible assets			
d Less accumulated amortization for lines 11a, b, and c		()	()
12 Other assets (attach schedule)	SEE STATEMENT 5	0.	212,400.
13 Total assets		24,999,660.	22,914,230.
Liabilities and Stockholders' Equity			
14 Accounts payable		94,105.	52,759.
15 Other current liabilities (attach schedule)	SEE STATEMENT 6	526,924.	-100,480.
16 Loans from stockholders and other related persons		9,304,773.	8,943,151.
17 Other liabilities (attach schedule)	SEE STATEMENT 7	1,482,087.	1,057,635.
18 Capital stock:			
a Preferred stock			
b Common stock		10,504,003.	9,685,003.
19 Paid-in or capital surplus (attach reconciliation)		4,177,197.	3,851,500.
20 Retained earnings		-1,089,429.	-575,338.
21 Less cost of treasury stock		()	()
22 Total liabilities and stockholders' equity		24,999,660.	22,914,230.
Does the foreign corporation have an interest in a partnership or trust?			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

CAA 9 54713 NTF 20512

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W. R. GRACE LIMITED

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Schedule H **Current Earnings and Profits** (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.)

1	Current year net income or (loss) per foreign books of account.	1	288,016.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		Net Additions	Net Subtractions
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		
f	Inventory adjustments		
g	Taxes	95,873.	
h	Other (attach schedule)	0.	0.
3	Total net additions	95,873.	
4	Total net subtractions		0.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)		383,889.
5b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)		
5c	Combine lines 5a and 5b.		383,889.
5d	Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions)		576,997.
	Enter exchange rate used for line 5d ▶		1.5030300

Schedule I **Summary of Shareholder's Income From Foreign Corporation** (See page 5 of the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income.	8	

• Was any income of the foreign corporation blocked? Yes ☐ No ☒
 • Did any become unblocked during the tax year (see section 964(b))? Yes ☐ No ☒

If the answer to either question is "Yes," attach an explanation.

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**SCHEDULE J
(Form 5471)**(Rev. January 1999)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W. R. GRACE LIMITED

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	-252,668.	361,577.				108,909.
2a Current year E&P	383,889.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	131,221.	361,577.				
4 Amounts included under section 951(a) or reclassified under sec. 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	131,221.	361,577.				
7 Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	131,221.	361,577.	0.	0.	0.	492,798.

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Schedule J (Form 5471) (Rev. 1-99)

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000413 09/07/2001

**SCHEDULE M
(Form 5471)**(Rev. January 1999)
Department of the Treasury
Internal Revenue Service**Transactions Between Controlled Foreign Corporation and
Shareholders or Other Related Persons**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W. R. GRACE LIMITED

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ► Pound Sterling 1.5030300

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)					
2 Sales of property rights (patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services					
4 Commissions received					
5 Rents, royalties, and license fees received					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
7 Interest received					
8 Premiums received for insurance or reinsurance					
9 Add lines 1 through 8	0.	0.	0.	0.	0.
10 Purchases of stock in trade (inventory)					
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services					
14 Commissions paid					
15 Rents, royalties, and license fees paid					
16 Dividends paid					
17 Interest paid					
18 Add lines 10 through 17	0.	0.	0.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions			9,192,033.		
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions			68,818.		

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Schedule M (Form 5471) (Rev. 1-99)

CAA 9 5471M1 NTF 20515A

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W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE LIMITED

Statement 1
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OTHER INCOME	496,542	746,318
	-----	-----
Total	496,542	746,318
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE LIMITED

Statement 2
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	50,526	75,942
GENERAL STATIONARY AND SU	-330	-496
EXPENSE TRANSFERS	545	819
OTHER DEDUCTIONS	-67,906	-102,065
Total	-17,165	-25,800

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W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE LIMITED

Statement 3
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
-----	-----	-----
OTHER PREPAYMENTS AND OTH	-10,108	
CURRENT DEFERRED TAXES	511,060	112,200
	-----	-----
Total	500,952	112,200
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE LIMITED

Statement 4
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
-----	-----	-----
INVEST. IN CONSOL. SUBS	21,856,400	20,152,250
	-----	-----
Total	21,856,400	20,152,250
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE LIMITED

Statement 5
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
-----	-----	-----
NON CURRENT DEFERRED TAXE		212,400
	-----	-----
Total	0	212,400
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE LIMITED

Statement 6
65-0773649

Tax Year Ended 12/31/2000

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Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
ACCEPTANCE PAYABLE	129,168	
INCOME TAXES PAYABLE	-560,923	164,863
ACCRUED CURRENT LIABILITY	321,565	97,170
OTHER CURRENT LIABILITIES	637,114	275,553
DEFERRED INCOME		27,000
INTER CORPORATE BAL. WITH		-665,066
	-----	-----
Total	526,924	-100,480
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE LIMITED

Statement 7
65-0773649

Tax Year Ended 12/31/2000

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Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
RESERVES	1,194,237	814,635
NON CURRENT DEFERRED TAX	287,850	243,000
Total	1,482,087	1,057,635

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Form **5471**

(Rev. January 1999)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2000, and ending 12/31, 2000

OMB No. 1545-0704

File In Duplicate(see **When and
Where To File** in the
instructions)

Name of person filing this return W. R. GRACE & CO. & SUBSIDIARIES	A Identifying number 65-0773649
Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address) 5400 BROKEN SOUND BLVD. - SUITE 300	B Category of filer (See page 2 of the instructions. Check applicable box(es)): (1) <input type="checkbox"/> (2) <input type="checkbox"/> (3) <input type="checkbox"/> (4) <input checked="" type="checkbox"/> (5) <input checked="" type="checkbox"/>
City or town, state, and ZIP code BOCA RATON, FL 33487	C Enter the total percentage of voting stock of the foreign corporation you owned at the end of its annual accounting period 100%
Filer's tax year beginning 01/01, 2000, and ending 12/31, 2000	

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information **MUST** be in the English language. All amounts **MUST** be stated in U.S. dollars unless otherwise indicated.

Enter the foreign corporation's functional currency ▶ Deutsche Mark

1a Name and address of foreign corporation GRACE DAREX GMBH ERLENGANG 31 22804 NORDERSTEDT, GERMANY		b Employer identification number, if any
d Date of incorporation 10/16/97		c Country under whose laws incorp. GERMANY
e Principal place of business GERMANY	f Principal business activity code number (NEW) 325900	g Principal business activity OTHER CHEMICAL PRODUCT MFG

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States	b If a U.S. income tax return was filed, please show:	
	(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
c Name and address of foreign corporation's statutory or resident agent in country of incorporation	d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different I HEDDE	

Schedule A Stock of the Foreign Corporation**Part I -- ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	500,000	500,000

Part II -- Additional Information for PREFERRED Stock(To be completed **only** by Category (1) filers for foreign personal holding companies.)

(a) Description of each class of PREFERRED stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

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Form **5471** (Rev. 1-99)

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Schedule B U.S. Shareholders of Foreign Corporation (See page 4 of the instructions.)

99.9

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

CAA 9 54712 NTF 20511

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GRACE DAREX GMBH

65-0773649

Form 5471 (Rev. 1-99)

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Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See page 4 of instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2			
3			
4			
5			
6			
7			
8 Total			0.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		1,892,243.	2,547,627.
2a Trade notes and accounts receivable		2,309,467.	2,515,103.
b Less allowance for bad debts		(-885,848.)	(-93,878.)
3 Inventories		1,735,114.	2,081,437.
4 Other current assets (attach schedule)	SEE STATEMENT 3	35,522.	128,696.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)		0.	0.
8a Buildings and other depreciable assets		15,575,198.	14,800,226.
b Less accumulated depreciation		(9,833,704.)	(9,672,047.)
9a Depletable assets			
b Less accumulated depletion		()	()
10 Land (net of any amortization)		1,161,540.	1,067,509.
11 Intangible assets:			
a Goodwill		652,850.	599,999.
b Organization costs			
c Patents, trademarks, and other intangible assets		5,044,340.	4,635,981.
d Less accumulated amortization for lines 11a, b, and c		(5,697,190.)	(5,235,980.)
12 Other assets (attach schedule)	SEE STATEMENT 4	232,124.	146,161.
13 Total assets		13,993,352.	13,708,590.
Liabilities and Stockholders' Equity			
14 Accounts payable		790,768.	1,065,044.
15 Other current liabilities (attach schedule)	SEE STATEMENT 5	2,010,555.	2,873,555.
16 Loans from stockholders and other related persons		6,134,589.	
17 Other liabilities (attach schedule)	SEE STATEMENT 6	567,571.	571,070.
18 Capital stock:			
a Preferred stock			
b Common stock		259,068.	238,095.
19 Paid-in or capital surplus (attach reconciliation)		6,528,501.	10,999,989.
20 Retained earnings		-2,297,700.	-2,039,163.
21 Less cost of treasury stock		()	()
22 Total liabilities and stockholders' equity		13,993,352.	13,708,590.
Does the foreign corporation have an interest in a partnership or trust?			Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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GRACE DAREX GMBH

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Schedule H Current Earnings and Profits (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.)

1	Current year net income or (loss) per foreign books of account	1	152,318.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):	Net Additions	Net Subtractions
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		
f	Inventory adjustments		
g	Taxes	105,649.	
h	Other (attach schedule)	0.	6. SEE STMT. 7
3	Total net additions	105,649.	
4	Total net subtractions		6.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)	5a	257,961.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c	Combine lines 5a and 5b	5c	257,961.
d	Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions)	5d	121,162.
Enter exchange rate used for line 5d ►		0.4696900	

Schedule I Summary of Shareholder's Income From Foreign Corporation (See page 5 of the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income	8	

- Was any income of the foreign corporation blocked? ☐ Yes ☒ No
 • Did any become unblocked during the tax year (see section 964(b))? ☐ Yes ☒ No

If the answer to either question is "Yes," attach an explanation.

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000420 08/29/2001

**SCHEDULE J
(Form 5471)**(Rev. January 1999)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE DAREX GMBH

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	1,424,113.	1,290,279.				2,714,392.
2a Current year E&P	257,961.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	1,682,074.	1,290,279.				
4 Amounts included under section 951(a) or reclassified under sec. 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	1,682,074.	1,290,279.				
7 Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	1,682,074.	1,290,279.	0.	0.	0.	2,972,353.

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Schedule J (Form 5471) (Rev. 1-99)

CAA 9 5471J1 NTF 20884

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000420 08/29/2001

**SCHEDULE M
(Form 5471)**(Rev. January 1999)
Department of the Treasury
Internal Revenue Service**Transactions Between Controlled Foreign Corporation and
Shareholders or Other Related Persons**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE DAREX GMBH

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ► Deutsche Mark 0.4696900

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)	28,848.		2,744,924.		
2 Sales of property rights (patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services	112,373.		211,810.		
4 Commissions received			513,799.		
5 Rents, royalties, and license fees received			119,472.		
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
7 Interest received					
8 Premiums received for insurance or reinsurance					
9 Add lines 1 through 8	141,221.	0.	3,590,005.	0.	0.
10 Purchases of stock in trade (inventory)	24,023.		2,888,415.		
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services	53,774.		691,885.		
14 Commissions paid			66,754.		
15 Rents, royalties, and license fees paid					
16 Dividends paid					
17 Interest paid			100,805.		
18 Add lines 10 through 17	77,797.	0.	3,747,859.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions			6,134,589.		
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions					

For Paperwork Reduction Act Notice, see page 1 of the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 1-99)

**SCHEDULE O
(Form 5471)**

(Rev. January 1999)

Department of the Treasury
Internal Revenue Service**Organization or Reorganization of Foreign
Corporation, and Acquisitions and
Dispositions of Its Stock**

▶ Attach to Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE DAREX GMBH

Important: Complete a **separate** Schedule O for each foreign corporation for which information must be reported.**Part I To Be Completed by U.S. Officers and Directors** (See instructions.)

(a) Name of shareholder for whom acquisition information is reported	(b) Address of shareholder	(c) Identifying number of shareholder	(d) Date of original 10% acquisition	(e) Date of additional 10% acquisition

Part II To Be Completed by U.S. Shareholders**Note:** If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person.**Section A -- General Shareholder Information**

(a) Name, address, and identifying number of shareholder(s) filing this schedule	(b) For shareholder's latest U.S. income tax return filed, indicate:			(c) Date (if any) share- holder last filed info. return under section 6046 for the foreign corporation
	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	
W. R. GRACE & CO. - CONN. COLUMBIA, MD 21044 13-5114230	1120	9/15/00	ATLANTA, GA	

Section B -- U.S. Persons Who Are Officers or Directors of the Foreign Corporation

(a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) Check appropriate box(es)	
			Officer	Director

Section C -- Acquisition of Stock

(a) Name of shareholder(s) filing this schedule	(b) Class of stock acquired	(c) Date of acquisition	(d) Method of acquisition	(e) Number of shares acquired		
				(1) Directly	(2) Indirectly	(3) Constructively

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Schedule O (Form 5471) (Rev. 1-99)

CAA 9 547101 NTF 20517A

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GRACE DAREX GMBH

65-0773649

Schedule O (Form 5471) (Rev. 1-99)

Page 2

(f) Amount paid or value given	(g) Name and address of person from whom shares were acquired

Section D -- Disposition of Stock

(a) Name of shareholder disposing of stock	(b) Class of stock	(c) Date of disposition	(d) Method of disposition	(e) Number of shares disposed of		
				(1) Directly	(2) Indirectly	(3) Constructively

(f) Amount received	(g) Name and address of person to whom disposition of stock was made

Section E -- Organization or Reorganization of Foreign Corporation

(a) Name and address of transferor	(b) Identifying number (if any)	(c) Date of transfer
GRACE HOLDING GMBH	98-0208721	6/13/00

(d) Assets transferred to foreign corporation			(e) Description of assets transferred by, or notes or securities issued by, foreign corporation
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	
CASH	5,072,464.	5,072,464.	NONE

Section F -- Additional Information

(a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).

(b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (5% or more in value for transactions that occurred prior to January 1, 1998) (directly or indirectly) of the corporation's stock ►

(c) If the foreign corporation is a member of a group that make up a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or vote (5% or more in value for transactions that occurred prior to January 1, 1998) of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see page 12 of the instructions for an example).

000420 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
GRACE DAREX GMBH

Statement 1
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OPERATING REVENUE	213,967	100,498
OTHER INCOME	282,815	132,835
INTER CORP. OTHER INCOME	1,608,294	755,400
	-----	-----
Total	2,105,076	988,733
	=====	=====

000420 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
GRACE DAREX GMBH

Statement 2
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	607,708	285,434
CHARITABLE DEDUCTIONS	1,000	470
ADVERTISING	184,031	86,438
GENERAL STATIONARY AND SU	185,466	87,112
TELEPHONE COMMUNICATIONS	666,149	312,884
OPERATING COSTS	110,762	52,024
UTILITIES	189,190	88,861
REPAIRS AND MAINTENANCE	500,271	234,972
INSURANCE	167,633	78,736
SERVICE CHARGES	31,928	14,996
EXPENSE TRANSFERS	1,147,221	538,838
OTHER DEDUCTIONS	123,802	58,149
INTER CORP. - OTHER EXP.	143,000	67,166
Total	4,058,161	1,906,080

000420 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
GRACE DAREX GMBH

Statement 3
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
-----	-----	-----
OTHER PREPAYMENTS AND OTH	35,522	22,969
CURRENT DEFERRED TAXES		105,727
	-----	-----
Total	35,522	128,696
	=====	=====

000420 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
GRACE DAREX GMBH

Statement 4
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
NON CURRENT DEFERRED TAXE	232,124	126,207
DEFERRED CHARGES		19,954
Total	232,124	146,161

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE DAREX GMBH

Statement 5
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
ACCEPTANCE PAYABLE	77,843	6,046
ACCRUED CURRENT LIABILITI	711,658	981,737
OTHER CURRENT LIABILITIES	114,038	105,904
INDEMNITIES, PENSIONS AND	2,163,121	2,293,091
INTER CORPORATE BAL. WITH	-1,056,105	-532,456
INCOME TAXES PAYABLE		-230
DEFERRED INCOME		19,463
	-----	-----
Total	2,010,555	2,873,555
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE DAREX GMBH

Statement 6
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
NON CURRENT DEFERRED TAX	567,571	571,070
	-----	-----
Total	567,571	571,070
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE DAREX GMBH

Statement 7
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 4 Schedules

Other Net Subtractions (Schedule H, Line 2h)

Description	Amount
-----	-----
Other Net Subtractions	6

Total	6
	=====

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Form **5471**

(Rev. January 1999)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

► See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 01/01, 2000, and ending 12/31, 2000

OMB No. 1545-0704

File in Duplicate(see **When and
Where To File** in the
instructions)

Name of person filing this return W. R. GRACE & CO. & SUBSIDIARIES	A Identifying number 65-0773649
Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address) 5400 BROKEN SOUND BLVD. - SUITE 300	B Category of filer (See page 2 of the instructions. Check applicable box(es)): (1) <input type="checkbox"/> (2) <input type="checkbox"/> (3) <input type="checkbox"/> (4) <input checked="" type="checkbox"/> (5) <input checked="" type="checkbox"/>
City or town, state, and ZIP code BOCA RATON, FL 33487	C Enter the total percentage of voting stock of the foreign corporation you owned at the end of its annual accounting period _____ %
Filer's tax year beginning 01/01, 2000, and ending 12/31, 2000	

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information **MUST** be in the English language. All amounts **MUST** be stated in U.S. dollars unless otherwise indicated.

Enter the foreign corporation's functional currency ► Deutsche Mark

1a Name and address of foreign corporation GRACE GMBH & CO. KG IN der HOLLERHECKE 1 67547 WORMS, GERMANY		b Employer identification number, if any 65-0919072
		c Country under whose laws incorp. GERMANY
d Date of incorporation 11/08/55	e Principal place of business GERMANY	f Principal business activity code number (NEW) 325900
		g Principal business activity OTHER CHEMICAL PROD MFG

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States	b If a U.S. income tax return was filed, please show:	
	(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
c Name and address of foreign corporation's statutory or resident agent in country of incorporation	d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different T HIRSCH	

Schedule A: Stock of the Foreign Corporation**Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
ORDINARY QUOTAS - EURO	25,000	25,000

Part II — Additional Information for PREFERRED Stock

(To be completed only by Category (1) filers for foreign personal holding companies.)

(a) Description of each class of PREFERRED stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see page 1 of the separate instructions.

Form **5471** (Rev. 1-99)

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Form 5471 (Rev. 1-99)

Schedule B	U.S. Shareholders of Foreign Corporation (See page 4 of the instructions.)
-------------------	---

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W. R. GRACE & CO. - CONN 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230	ORDINARY QUOTAS EURC	25,000	25,000	
*A WHOLLY OWNED DOMESTIC SUBSIDIARY OF W. R. GRACE & CO.				

Schedule C	Income Statement (See page 4 of the instructions.)
-------------------	---

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
Income	1a Gross receipts or sales	1a 589,286,449.	276,781,952.
	b Returns and allowances	1b 11,513,389.	5,407,573.
	c Subtract line 1b from line 1a	1c 577,773,380.	271,374,379.
	2 Cost of goods sold	2 357,136,694.	167,743,534.
	3 Gross profit (subtract line 2 from line 1c)	3 220,636,686.	103,630,845.
	4 Dividends	4	
	5 Interest	5 5,653,296.	2,655,296.
	6 Gross rents, royalties, and license fees	6 119,299.	56,034.
	7 Net gain or (loss) on sale of capital assets	7	
8 Other income (attach schedule) SEE STATEMENT 1	8 47,585,178.	22,350,281.	
9 Total income (add lines 3 through 8)	9 273,994,459.	128,692,456.	
Deductions	10 Compensation not deducted elsewhere	10 23,089,310.	10,844,818.
	11 Rents, royalties, and license fees	11 22,212,487.	10,432,984.
	12 Interest	12 53,789.	25,264.
	13 Depreciation not deducted elsewhere	13 20,871,593.	9,803,179.
	14 Depletion	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15 142,176.	66,779.
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) SEE STATEMENT 2	16 110,211,628.	51,765,298.
	17 Total deductions (add lines 10 through 16)	17 176,580,983.	82,938,322.
Net Income	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18 97,413,476.	45,754,134.
	19 Extraordinary items and prior period adjustments (see instructions)	19	
	20 Provision for income, war profits, and excess profits taxes (see instructions)	20 -28,282,312.	-13,283,919.
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21 125,695,788.	59,038,053.

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W. R. GRACE & CO. & SUBSIDIARIES

GRACE GMBH & CO. KG

65-0773649

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Page 3

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See page 4 of instructions.)

(a) Name of country or U.S. possession		Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.				
2				
3				
4				
5				
6				
7				
8 Total				0.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		50,189,790.	64,793,039.
2a Trade notes and accounts receivable		40,584,582.	45,605,566.
b Less allowance for bad debts		(-3,248,019.)	(-10,305,706.)
3 Inventories		23,851,072.	12,364,063.
4 Other current assets (attach schedule)	SEE STATEMENT 3.	40,533,435.	27,964,092.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)	SEE STATEMENT 4.	30,597,787.	28,120,779.
8a Buildings and other depreciable assets		219,332,811.	206,679,146.
b Less accumulated depreciation		(156,907,815.)	(153,213,834.)
9a Depletable assets			
b Less accumulated depletion		()	()
10 Land (net of any amortization)		1,952,418.	1,794,362.
11 Intangible assets:			
a Goodwill			
b Organization costs			
c Patents, trademarks, and other intangible assets			953,073.
d Less accumulated amortization for lines 11a, b, and c		()	(248.)
12 Other assets (attach schedule)	SEE STATEMENT 5.	54,681.	53,208.
13 Total assets		253,436,780.	245,418,952.
Liabilities and Stockholders' Equity			
14 Accounts payable		11,483,132.	3,977,600.
15 Other current liabilities (attach schedule)	SEE STATEMENT 6.	111,729,759.	76,766,443.
16 Loans from stockholders and other related persons		-28,814,331.	
17 Other liabilities (attach schedule)	SEE STATEMENT 7.	9,899,242.	6,659,084.
18 Capital stock:			
a Preferred stock			
b Common stock		22,797,940.	10,476,180.
19 Paid-in or capital surplus (attach reconciliation)		82,760,966.	86,537,331.
20 Retained earnings		43,580,072.	61,002,314.
21 Less cost of treasury stock		()	()
22 Total liabilities and stockholders' equity		253,436,780.	245,418,952.
Does the foreign corporation have an interest in a partnership or trust?			Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

CAA 9 54713 NTF 20512

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W. R. GRACE & CO. & SUBSIDIARIES

GRACE GMBH & CO.KG

65-0773649

Page 4

Form 5471 (Rev. 1-99)

Schedule H Current Earnings and Profits (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.)

1	Current year net income or (loss) per foreign books of account		1	125,695,788.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):			
		Net Additions	Net Subtractions	
a	Capital gains or losses			
b	Depreciation and amortization			
c	Depletion			
d	Investment or incentive allowance			
e	Charges to statutory reserves			
f	Inventory adjustments			
g	Taxes		28,282,312.	
h	Other (attach schedule)	0.	0.	
3	Total net additions	0.		
4	Total net subtractions		28,282,312.	
5a	Current earnings and profits (line 1 plus line 3 minus line 4)			5a 97,413,476.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)			5b
c	Combine lines 5a and 5b			5c 97,413,476.
d	Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions)			5d 45,754,136.
	Enter exchange rate used for line 5d ►		0.4696900	

Schedule I Summary of Shareholder's Income From Foreign Corporation (See page 5 of the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income	8	

- Was any income of the foreign corporation blocked? Yes ☐ No ☒
- Did any become unblocked during the tax year (see section 964(b))? Yes ☐ No ☒

If the answer to either question is "Yes," attach an explanation.

CAA 9 54714 NTF 20513

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**SCHEDULE J
(Form 5471)**(Rev. January 1999)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE GMBH & CO. KG

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	89,629,021.					89,629,021.
2a Current year E&P	97,413,476.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	187,042,497.					
4 Amounts included under section 951(a) or reclassified under sec. 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P	101,128,060.					
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	85,914,437.	0.				
7 Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	85,914,437.	0.	0.	0.	0.	85,914,437.

For Paperwork Reduction Act Notice, see page 1 of the separate Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 1-99)

CAA 9 5471J1 NTF 20884

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**SCHEDULE M
(Form 5471)**(Rev. January 1999)
Department of the Treasury
Internal Revenue Service**Transactions Between Controlled Foreign Corporation and
Shareholders or Other Related Persons**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE GMBH & CO.KG

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ► Deutsche Mark 0.4696900

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)			17,315,621.		
2 Sales of property rights (patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services	18,390.		1,764,876.		
4 Commissions received					
5 Rents, royalties, and license fees received			20,902,381.		
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
7 Interest received	407,045.		100,090.		
8 Premiums received for insurance or reinsurance					
9 Add lines 1 through 8	425,435.	0.	40,082,968.	0.	0.
10 Purchases of stock in trade (inventory)					
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services			16,496,567.		
14 Commissions paid					
15 Rents, royalties, and license fees paid			17,000,281.		
16 Dividends paid			48,155,672.		
17 Interest paid					
18 Add lines 10 through 17	0.	0.	81,652,520.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions					
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions					

For Paperwork Reduction Act Notice, see page 1 of the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 1-99)

CAA 9 5471M1 NTF 20515A

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE GMBH & CO.KG

Statement 1
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
OPERATING REVENUE	8,796	4,131
OTHER INCOME	-24,858	-11,676
INTER CORP. OTHER INCOME	47,601,240	22,357,826
Total	47,585,178	22,350,281

000252 08/29/2001
 W. R. GRACE & CO. & SUBSIDIARIES
 GRACE GMBH & CO.KG

Statement 2
 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	2,347,801	1,102,739
CHARITABLE DEDUCTIONS	800	376
ADVERTISING	623,681	292,937
GENERAL STATIONARY AND SU	349,582	164,195
TELEPHONE COMMUNICATIONS	4,037,297	1,896,278
OPERATING COSTS	836,874	393,071
UTILITIES	17,791	8,356
REPAIRS AND MAINTENANCE	1,109,347	521,049
INSURANCE	424,655	199,456
SERVICE CHARGES	1,369,691	643,330
EXPENSE TRANSFERS	6,344,894	2,980,133
AMORTIZATION CHARGES	1,028,525	483,088
OTHER DEDUCTIONS	6,943,964	3,261,510
INTER CORP. - OTHER EXP.	84,776,726	39,818,780
Total	110,211,628	51,765,298

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GRACE GMBH & CO.KG

Statement 3
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
-----	-----	-----
OTHER PREPAYMENTS	40,533,435	
OTHER PREPAYMENTS AND OTH		27,884,297
CURRENT DEFERRED TAXES		79,795
	-----	-----
Total	40,533,435	27,964,092
	=====	=====

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Statement 4
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
INVEST. IN CONSOL. SUBS	30,597,787	28,120,779
Total	30,597,787	28,120,779

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Statement 5
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
-----	-----	-----
DEFERRED CHARGES	54,681	53,208
	-----	-----
Total	54,681	53,208
	=====	=====

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Statement 6
 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCES PAYABLE	924,947	
INCOME TAXES PAYABLE	23,285,958	3,040,362
ACCRUED CURRENT LIABILITIES	17,338,571	
OTHER CURRENT LIABILITIES	3,744,620	903,561
INDEMNITIES, PENSIONS AND	55,217,682	41,063,880
INTER CORPORATE BAL. WITH	11,217,981	27,264,986
ACCEPTANCE PAYABLE		986,996
ACCRUED CURRENT LIABILITI		3,506,658
Total	111,729,759	76,766,443

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Statement 7
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
NON CURRENT TAXES	9,899,242	
NON CURRENT DEFERRED TAX		6,659,631
MINORITY INTEREST IN SUBS		-547
	-----	-----
Total	9,899,242	6,659,084
	=====	=====

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Form **5471**

(Rev. January 1999)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2000, and ending 12/31, 2000

OMB No. 1545-0704

File in Duplicate(see **When and
Where To File** in the
instructions)

Name of person filing this return W. R. GRACE & CO. & SUBSIDIARIES		A Identifying number 65-0773649
Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address) 5400 BROKEN SOUND BLVD. - SUITE 300		B Category of filer (See page 2 of the instructions. Check applicable box(es): (1) <input type="checkbox"/> (2) <input type="checkbox"/> (3) <input type="checkbox"/> (4) <input checked="" type="checkbox"/> (5) <input checked="" type="checkbox"/>
City or town, state, and ZIP code BOCA RATON, FL 33487		C Enter the total percentage of voting stock of the foreign corporation you owned at the end of its annual accounting period 100%
Filer's tax year beginning 01/01, 2000, and ending 12/31, 2000		

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information **MUST** be in the English language. All amounts **MUST** be stated in U.S. dollars unless otherwise indicated.

Enter the foreign corporation's functional currency ▶ Deutsche Mark

1a Name and address of foreign corporation GRACE HOLDING GMBH IN DER HOLLERHECKE 1 67547 WORMS GERMANY		b Employer identification number, if any	
d Date of incorporation 5/05/98		c Country under whose laws incorp. GERMANY	
e Principal place of business GERMANY	f Principal business activity code number (NEW) 325900	g Principal business activity OTHER CHEMICALS PRODUCT MFG	

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States	b If a U.S. income tax return was filed, please show:	
	(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
c Name and address of foreign corporation's statutory or resident agent in country of incorporation	d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different THOMAS HIRSCH	

Schedule A Stock of the Foreign Corporation**Part I -- ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
QUOTAS DM	50,000	50,000

Part II -- Additional Information for PREFERRED Stock(To be completed **only** by Category (1) filers for foreign personal holding companies.)

(a) Description of each class of PREFERRED stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

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Form **5471** (Rev. 1-99)

CAA 9 54711 NTF 20510

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Form 5471 (Rev. 1-99)

Schedule B	U.S. Shareholders of Foreign Corporation (See page 4 of the instructions.)
-------------------	---

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W.R. GRACE & CO-CONN. 1750 CLINT MOORE ROAD BOCA RATON, FL 33487 13-5114230	QUOTAS DM	50,000	50,000	
*A WHOLLY OWNED SUBIDIARY OF W. R. GRACE & CO.				

Schedule C	Income Statement (See page 4 of the instructions.)
-------------------	---

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
Income	1a Gross receipts or sales	1a 276,255,000.	129,754,211.
	b Returns and allowances	1b 22,000.	10,333.
	c Subtract line 1b from line 1a	1c 276,233,000.	129,743,878.
	2 Cost of goods sold	2 239,560,853.	112,519,337.
	3 Gross profit (subtract line 2 from line 1c)	3 36,672,147.	17,224,541.
	4 Dividends	4	
	5 Interest	5 -42,104,154.	-19,775,901.
	6 Gross rents, royalties, and license fees	6 69,294,906.	32,547,124.
	7 Net gain or (loss) on sale of capital assets	7	
8 Other income (attach schedule) SEE. STATEMENT. 1	8 69,706,700.	32,740,540.	
9 Total income (add lines 3 through 8)	9 133,569,599.	62,736,304.	
Deductions	10 Compensation not deducted elsewhere	10 33,353,942.	15,666,013.
	11 Rents, royalties, and license fees	11 1,888,961.	887,226.
	12 Interest	12 25,265.	11,867.
	13 Depreciation not deducted elsewhere	13	
	14 Depletion	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15	
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) SEE. STATEMENT. 2	16 119,738,006.	56,239,743.
	17 Total deductions (add lines 10 through 16)	17 155,006,174.	72,804,849.
Net Income	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18 -21,436,575.	-10,068,545.
	19 Extraordinary items and prior period adjustments (see instructions)	19	
	20 Provision for income, war profits, and excess profits taxes (see instructions)	20 40,596,744.	19,067,885.
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21 -62,033,319.	-29,136,430.

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GRACE HOLDING GMBH

65-0773649

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Page 3

Schedule E **Income, War Profits, and Excess Profits Taxes Paid or Accrued** (See page 4 of instructions.)

(a) Name of country or U.S. possession		Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1	U.S.			
2	GERMANY	18,350,000.	0.4761905	8,738,096.
3				
4				
5				
6				
7				
8	Total			8,738,096.

Schedule F **Balance Sheet**

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	-17,536.	320,055.
2a	Trade notes and accounts receivable		-17,143.
b	Less allowance for bad debts	()	(-872,882.)
3	Inventories		17,099,983.
4	Other current assets (attach schedule) SEE STATEMENT 3		48,045.
5	Loans to stockholders and other related persons		
6	Investment in subsidiaries (attach schedule)		
7	Other investments (attach schedule) SEE STATEMENT 4	377,104,340.	471,677,521.
8a	Buildings and other depreciable assets		4,511.
b	Less accumulated depreciation	()	(4,511.)
9a	Depletable assets		
b	Less accumulated depletion	()	()
10	Land (net of any amortization)		
11	Intangible assets:		
a	Goodwill		
b	Organization costs		
c	Patents, trademarks, and other intangible assets		
d	Less accumulated amortization for lines 11a, b, and c	()	()
12	Other assets (attach schedule)		0.
13	Total assets	377,086,804.	490,001,343.
Liabilities and Stockholders' Equity			
14	Accounts payable		6,800,168.
15	Other current liabilities (attach schedule) SEE STATEMENT 5	-7,510,735.	11,559,651.
16	Loans from stockholders and other related persons	393,465,438.	341,049,656.
17	Other liabilities (attach schedule) SEE STATEMENT 6	-745,596.	-685,237.
18	Capital stock:		
a	Preferred stock		
b	Common stock		
19	Paid-in or capital surplus (attach reconciliation)	6,292,737.	125,908,343.
20	Retained earnings	-14,415,044.	5,368,762.
21	Less cost of treasury stock	()	()
22	Total liabilities and stockholders' equity	377,086,800.	490,001,343.
Does the foreign corporation have an interest in a partnership or trust?		Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	

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GRACE HOLDING GMBH

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Page 4

Schedule H **Current Earnings and Profits** (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.)

1	Current year net income or (loss) per foreign books of account.	1	-62,033,319.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		Net Additions	Net Subtractions
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		0.
f	Inventory adjustments		
g	Taxes	22,246,744.	
h	Other (attach schedule) SEE STATEMENT 7	101,128,309.	0.
3	Total net additions	123,375,053.	
4	Total net subtractions		0.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)		5a 61,341,734.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)		5b
c	Combine lines 5a and 5b		5c 61,341,734.
d	Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions)		5d 28,811,599.
	Enter exchange rate used for line 5d ▶		0.4696900

Schedule I **Summary of Shareholder's Income From Foreign Corporation** (See page 5 of the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income	8	

- Was any income of the foreign corporation blocked? ☐ Yes ☒ No
 • Did any become unblocked during the tax year (see section 964(b))? ☐ Yes ☒ No

If the answer to either question is "Yes," attach an explanation.

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**SCHEDULE J
(Form 5471)**(Rev. January 1999)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE HOLDING GMBH

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	-45,525,463.					-45,525,463.
2a Current year E&P	61,341,734.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	15,816,271.					
4 Amounts included under section 951(a) or reclassified under sec. 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	15,816,271.	0.				
7 Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	15,816,271.	0.	0.	0.	0.	15,816,271.

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Schedule J (Form 5471) (Rev. 1-99)

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